

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,¹ the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 11/16/1999 at 11:18AM File Number: 0000047871
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): BATON ROUGE CELLULAR TELEPHONE COMPANY			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 3131 N. I-10 SERVICE RD.	
16) City: METAIRIE	17) State: LA	18) Zip: 70002	
19) Telephone Number: (504)830-1529		20) FAX: (504)834-8293	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: [REDACTED]	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): The Stockholders of Radiofone, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 3131 North I-10 Service Road, East	
28) City: Metairie	29) State: LA	30) Zip: 70002	
31) Telephone Number: (504)830-5400		32) FAX:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Richard	MI: D	Last Name: Rubino	Suffix:
35) Company Name: Blooston, Mordkofsky, Jackson & Dickens			
36) P.O. Box:	And / Or	37) Street Address: 2120 L Street, N.W., Suite 300	
38) City: Washington	39) State: DC	40) Zip: 20037	
41) Telephone Number: (202)859-0830		42) FAX: (202)828-5568	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): SBC Communications Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Wayne Watts			
51) P.O. Box:	And / Or	52) Street Address: 175 East Houston Street	
53) City: San Antonio	54) State: TX	55) Zip: 78205	
56) Telephone Number: (210)351-3476		57) FAX: (210)351-3488	
58) E-Mail Address: dwatts@corp.sbc.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Wayne	MI:	Last Name: Watts	Suffix:
60) Company Name: SBC Communications Inc.			
61) P.O. Box:	And / Or	62) Street Address: 175 East Houston Street	
63) City: San Antonio	64) State: TX	65) Zip: 78205	
66) Telephone Number: (210)351-3476		67) FAX: (210)351-3488	
68) E-Mail Address: dwatts@corp.sbc.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Lawrence	MI: D	Last Name: Garvey	Suffix:
80) Title: Stockholder and Officer of Gen. Partner			
Signature: Lawrence D Garvey		81) Date: 11/16/99	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne MI: Last Name: Watts Suffix:

83) Title: VP & Asst. General Counsel - Corporate

Signature: Wayne Watts 84) Date: 11/16/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA361					
WLC708					
WLL993					
WLL994					
WLL995					
WLL996					
WLL997					
WLL998					
WMQ449					

Attachment List

Attachment Type	Date	Description	Contents
Other	11/16/99	Exhibit 1 - Description of the Transaction	17532460.0.pdf
Other	11/16/99	Exhibit 2	17532462.0.pdf
Other	11/16/99	Exhibit 3	17532463.0.pdf

**DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND
RELATED DEMONSTRATIONS**

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,¹ the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 11/16/1999 at 11:30AM File Number: 0000047878
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
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6) Are attachments being filed with this application? Yes
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Transaction Information

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9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): HOUMA-THIBODAUX CELLULAR PARTNERSHIP			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 3131 N. I-10 SERVICE RD.	
16) City: METAIRIE	17) State: LA	18) Zip: 70002	
19) Telephone Number: (504)830-1529		20) FAX: (504)834-8293	
21) E-Mail Address:			

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Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

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23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: [REDACTED]	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): The Stockholders of Radiofone, Inc.			
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28) City: Metairie	29) State: LA	30) Zip: 70002	
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34) First Name: Richard	MI: D	Last Name: Rubino	Suffix:
35) Company Name: Blooston, Mordkofsky, Jackson & Dickens			
36) P.O. Box:	And / Or	37) Street Address: 2120 L Street, N.W., Suite 300	
38) City: Washington	39) State: DC	40) Zip: 20037	
41) Telephone Number: (202)659-0830	42) FAX: (202)828-5568		
43) E-Mail Address:			

Assignee/Transferee Information

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45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
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68) E-Mail Address: dwatts@corp.sbc.com			

Alien Ownership Questions

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70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rod. 6293(1998).			
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79) Typed or Printed Name of Party Authorized to Sign			
First Name: Lawrence	MI: D	Last Name: Garvey	Suffix:
80) Title: Stockholder and Officer of Gen. Partner			
Signature: Lawrence D Garvey		81) Date: 11/16/99	

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2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne	MI:	Last Name: Watts	Suffix:
-------------------	-----	------------------	---------

83) Title: VP & Asst. General Counsel - Corporate

Signature: Wayne Watts

84) Date: 11/16/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA686					

Attachment List

Attachment Type	Date	Description	Contents
Other	11/16/99	Exhibit 2	17532468.0.pdf
Other	11/16/99	Exhibit 3	17532471.0.pdf
Other	11/16/99	Exhibit 1 - Description of Transaction	17532476.0.pdf

**DESCRIPTION OF THE TRANSACTION. PUBLIC INTEREST SHOWING AND
RELATED DEMONSTRATIONS**

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

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FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 11/16/1999 at 11:43AM File Number: 0000047876
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
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Transaction Information

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9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000
11) First Name (if individual): MI: Last Name: Suffix:	
12) Entity Name (if not an individual): RADIOFONE PCS, L.L.C.	
13) Attention To:	
14) P.O. Box: And / Or	15) Street Address: 3131 N. I-10 SERVICE RD.
16) City: METAIRIE	17) State: LA 18) Zip: 70002
19) Telephone Number: (504)830-1529	20) FAX: (504)834-8293
21) E-Mail Address: odinett@radiofone.com	

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN:		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if not an individual):					
26) P.O. Box:		And / Or	27) Street Address:		
28) City:		29) State:		30) Zip:	
31) Telephone Number:			32) FAX:		
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:		MI:	Last Name:		Suffix:
35) Company Name:					
36) P.O. Box:		And / Or	37) Street Address:		
38) City:		39) State:		40) Zip:	
41) Telephone Number:			42) FAX:		
43) E-Mail Address:					

Assignee/Transferee Information

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Southwestern Bell Wireless, Inc.					
48) Name of Real Party in Interest: SBC Communications Inc.				49) TIN: 431301883	
50) Attention To: Kimberly Russell					
51) P.O. Box:		And / Or	52) Street Address: 17330 Preston Rd Ste 100A		
53) City: Dallas		54) State: TX		55) Zip: 75252	
56) Telephone Number: (972)733-8310			57) FAX: (972)733-2852		
58) E-Mail Address:					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Kimberly		MI:	Last Name: Russell		Suffix:
60) Company Name: Southwestern Bell Wireless, Inc.					
61) P.O. Box:		And / Or	62) Street Address: 17330 Preston Rd Ste 100A		
63) City: Dallas		64) State: TX		65) Zip: 75252	
66) Telephone Number: (972)733-8310			67) FAX: (972)733-2852		
68) E-Mail Address:					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Lawrence	MI: D	Last Name: Garvey	Suffix:
80) Title: Manager			
Signature: Lawrence D Garvey		81) Date: 11/16/99	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne	MI:	Last Name: Watts	Suffix:
-------------------	-----	------------------	---------

83) Title: VP & Asst. General Counsel - Corporate

Signature: Wayne Watts	84) Date: 11/16/99
------------------------	--------------------

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLH425					No

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	--

Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	No
If 'Yes', is the Assignee applying for installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
------------------------------------	-----------------------	-----------------------	---------------

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
--

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	
If 'Yes', the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
--

Attachment List

Attachment Type	Date	Description	Contents
Other	11/16/99	Exhibit 1 - Description of the Transaction	17532520.0.pdf
Other	11/16/99	Exhibit 2	17532521.0.pdf
Other	11/16/99	Exhibit 3	17532522.0.pdf
Other	11/16/99	Exhibit 4	17532523.0.pdf

**DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND
RELATED DEMONSTRATIONS**

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,¹ the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

Form 603
Exhibit 4

Pursuant to 47 C.F.R. § 1.2111(a), the Applicants state that the total consideration to be received by the assignor in return for the assignment of the authorization that is the subject of this application is \$145,000.

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE (202) 942-5999

PAUL S. FEIRA
(202) 942-5769

NEW YORK
DENVER
LOS ANGELES
LONDON

November 16, 1999

Federal Communications Commission
International Bureau - Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Application of Radiofone, Inc. and SBC Communications Inc. for
Authority, Pursuant to Part 25 of the Commission's Rules, to Transfer
Control of Licenses Controlled by Radiofone, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Radiofone, Inc. for authority pursuant to Part 25 of the Commission's Rules to transfer control of licenses under Part 25 held by Radiofone, Inc. (Lead Call Sign E930457). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$645.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
Vice President and Assistant General Counsel - Corporate
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

ARNOLD & PORTER

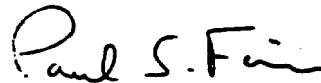
Federal Communications Commission
November 16, 1999
Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Radiofone, Inc. (and its subsidiaries) to:

Richard D. Rubino, Esq.
Blooston, Mordkofsy, Jackson & Dickens
2120 L Street, N.W.
Washington, D.C. 20037
(202) 828-5519 (voice)
(202) 828-5568 (facsimile)

Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script, reading "Paul S. Feira".

Paul S. Feira

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 3000-0009	
(1) LOCKBOX # 358160		PAGE NO. 1 OF 1		FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) ARNOLD & PORTER			(3) TOTAL AMOUNT PAID (dollars and cents) \$ 645.00		
(4) STREET ADDRESS LINE NO. 1 555 TWELFTH STREET, N.W.					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY WASHINGTON		(7) STATE DC		(8) ZIP CODE 20004	
(9) DAYTIME TELEPHONE NUMBER (Include area code) (202) 942-5000		(10) COUNTRY CODE (if not in U.S.A.)			
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-G)					
SECTION B - APPLICANT INFORMATION					
(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card) RADIOFONE, INC.					
(12) STREET ADDRESS LINE NO. 1 3131 NORTH I-10 SERVICE ROAD EAST					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY METAIRIE		(15) STATE LA		(16) ZIP CODE 70002	
(17) DAYTIME TELEPHONE NUMBER (Include area code) (504) 830-5400		(18) COUNTRY CODE (if not in U.S.A.)			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-G)					
SECTION C - PAYMENT INFORMATION					
(19A) FCC CALL SIGN/OTHER ID E930457		(20A) PAYMENT TYPE CODE (PTC) C N X		(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 385.00
(23A) FCC CODE 1		(24A) FCC CODE 2			
(19B) FCC CALL SIGN/OTHER ID E970425, et al		(20B) PAYMENT TYPE CODE (PTC) C F X		(21B) QUANTITY 2	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$ 260.00
(23B) FCC CODE 1		(24B) FCC CODE 2			
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$
(23C) FCC CODE 1		(24C) FCC CODE 2			
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$
(23D) FCC CODE 1		(24D) FCC CODE 2			
SECTION D - TAXPAYER INFORMATION (REQUIRED)					
(25) PAYER TIN			(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN		
SECTION E - CERTIFICATION					
(27) CERTIFICATION STATEMENT I, MARY M. DIXON, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE [Signature]					
SECTION F - CREDIT CARD PAYMENT INFORMATION					
(28) MASTERCARD/VISA ACCOUNT NUMBER		EXPIRATION DATE			
MASTERCARD		MONTH YEAR			
VISA		DATE			
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization(s) herein described		AUTHORIZED SIGNATURE			
SEE PUBLIC BURDEN ESTIMATE ON REVERSE					
FCC FORM 159 JULY 1997 (REVISED)					

FEDERAL COMMUNICATIONS COMMISSION

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

1. Legal Name of Applicant RADIOPHONE, INC.		2. Voice Telephone Number (972) 733-2092	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (972) 733-8141	
5. Mailing Street Address or P.O. Box 17330 Preston Road, Suite 100A ATTENTION: Kellye Abernathy		6. City Dallas	
		7. State / Country (if not U.S.A.) TX	8. Zip Code 75252
9. Name of Contact Representative (If other than applicant) Wayne Watts		10. Voice Telephone Number (210) 351-3476	
11. Firm or Company Name SBC COMMUNICATIONS INC.		12. Fax Telephone Number (210) 351-3488	
13. Mailing Street Address or P.O. Box 175 East Houston Street ATTENTION: Wayne Watts		14. City San Antonio	
		15. State / Country (if not U.S.A.) TX	16. Zip Code 78205

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station <input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	
	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification	
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States	
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify):	
18. If this filing is in reference to an existing station, enter: Call sign of station: E930457; E970425; and E940193		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application:	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz) ☒ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a -- authorization to add new emission designator and related service
☐ b -- authorization to change emission designator and related service
☐ c -- authorization to increase EIRP and EIRP density
☐ d -- authorization to replace antenna
☐ e -- authorization to add antenna
☐ f -- authorization to relocate fixed station
☐ g -- authorization to change assigned frequency(ies)
☐ h -- authorization to add Points of Communication (satellites & countries)
☐ i -- authorization to change Points of Communication (satellites & countries)
☐ j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
☐ k -- Other (Please Specify) _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined in 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311 as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance as defined in 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

43. Description. (Summarize the nature of the application and the services to be provided).

Please see Exhibit A.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Description of the Transaction, Public Interest Statement and Related Demonstrations - Question A21.
B	Environmental Impact Statement- Question 28.
C	Description of pending antitrust lawsuit - Question 39.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the ~~applicant~~ ^{government} of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All ~~statements~~ ^{statements} in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, ~~and~~ ⁱⁿ good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

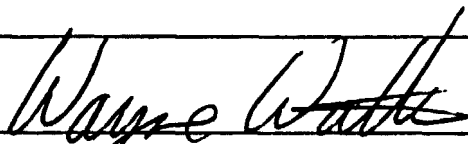
45. Typed Name of Person Signing

Wayne Watts

46. Title of Person Signing

Vice President and Assistant General
Counsel - Corporate

47. Signature



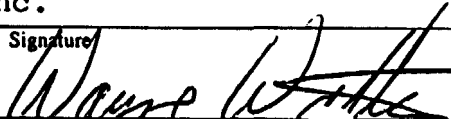
48. Date

11/16/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)				FCC Use Only	
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION					
A1. Name of Licensee or Registrant RADIOFONE, INC.				A2. Voice Telephone Number (504) 830-5400	
A3. Mailing Street Address or P.O. Box 3131 North I-10 Service Road East ATTENTION:				A4. Fax Telephone Number (504) 831-7859	
A5. City Metairie			A6. State / Country (if not U.S.A.) LA		A7. Zip Code 70002
A8. List Call Sign(s) of station(s) being assigned or transferred E930457; E970425; and E940193					A9. No. of station(s) listed 3
A10. Name of Transferor/Assignor (if different than licensee or registrant) The Stockholders of Radiofone, Inc.			A15. Name of Transferee/Assignee SBC COMMUNICATIONS INC.		
A11. Mailing Street Address or P.O. Box 3131 North I-10 Service Road East			A16. Mailing Street Address or P.O. Box 175 East Houston Street		
A12. City Metairie	A13. State/Country LA	A14. Zip Code 70002	A17. City San Antonio	A18. State/Country TX	A19. Zip Code 70825
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO					
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.					

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.			
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.			
A22. Printed Name of Licensee (Must agree with A1) RADIOFONE, INC.	A23. Signature	A24. Title (Office Held by Person Signing)	A25. Date
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) The Stockholders of Radiofone, Inc.	A27. Signature	A28. Title (Office Held by Person Signing)	A29. Date
A30. Printed Name of License Transferee/Assignee (Must agree with A15) SBC COMMUNICATIONS INC.	A31. Signature 	A32. Title (Office Held by Person Signing) Vice President and Assistant General Counsel - Corporate	A33. Date 11/16/99

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

☒ CONSENT TO TRANSFER OF CONTROL☐ CONSENT TO ASSIGNMENT OF LICENSE☐ NOTIFICATION OF TRANSFER OF CONTROL
OF RECEIVE ONLY REGISTRATION☐ NOTIFICATION OF ASSIGNMENT
OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee or Registrant

Radiofone, Inc.

A2. Voice Telephone Number

(504) 830-5400

A3. Mailing Street Address or P.O. Box

3131 North I-10 Service Road East

A4. Fax Telephone Number

ATTENTION:

A5. City

Metairie

A6. State / Country (if not U.S.A.)

Louisiana

A7. Zip Code

70002

A8. List Call Sign(s) of station(s) being assigned or transferred

E930457 E940193 E970425

A9. No. of station(s)
listed

3

A10. Name of Transferor/Assignor (if different than licensee or registrant)

The Stockholders of Radiofone, Inc.

A15. Name of Transferee/Assignee

A11. Mailing Street Address or P.O. Box

3131 North I-10 Service Road East

A16. Mailing Street Address or P.O. Box

A12. City

Metairie

A13. State/Country

Louisiana

A14. Zip Code

70002

A17. City

A18. State/Country

A19. Zip Code

A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity?

If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

☐ YES☐ NO

A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

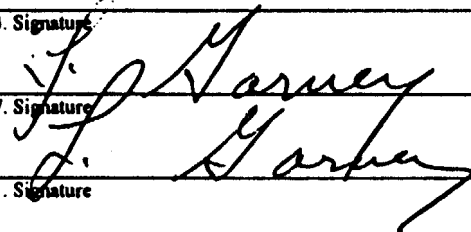
1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)

Radiofone, Inc.

A23. Signature



A24. Title (Office Held by Person Signing)

Secretary

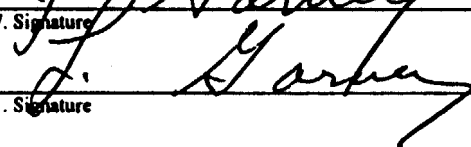
A25. Date

11/16/99

A26. Printed Name of License Transferor/Assignor
(If different than licensee Must agree with A10)

The Stockholders of Radiofone, Inc.

A27. Signature



A28. Title (Office Held by Person Signing)

Stockholder

A29. Date

11/16/99

A30. Printed Name of License Transferee/Assignee
(Must agree with A15)

A31. Signature

A32. Title (Office Held by Person Signing)

A33. Date

**DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND
RELATED DEMONSTRATIONS**

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 39:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,¹ the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE: (202) 942-5999

PAUL S. FEIRA
(202) 942-5769

NEW YORK
DENVER
LOS ANGELES
LONDON

November 16, 1999

Federal Communications Commission
Transfer of Control
P.O. Box 358130
Pittsburgh, PA 15251-5130

Re: Application of Radiofone, Inc. and SBC Communications Inc. for
Authority, Pursuant to Part 90 of the Commission's Rules, to Transfer
Control of Licenses Controlled by Radiofone, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Radiofone, Inc. for authority pursuant to Part 90 of the Commission's Rules to transfer control of licenses under Part 90 held by Radiofone, Inc. (Lead Call Sign KNNG392). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$4365.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
Vice President and Assistant General Counsel - Corporate
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

ARNOLD & PORTER

Federal Communications Commission

November 16, 1999

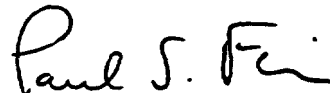
Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Radiofone, Inc. (and its subsidiaries) to:

Richard D. Rubino, Esq.
Blooston, Mordkofsky, Jackson & Dickens
2120 L Street, N.W.
Washington, D.C. 20037
(202) 828-5519 (voice)
(202) 828-5568 (facsimile)

Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Paul S. Feira".

Paul S. Feira

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		<small>APPROVED BY OMB 3080-0506</small>	
(1) LOCKBOX # 358130		PAGE NO. <u>1</u> OF <u>1</u>			
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) ARNOLD & PORTER				(3) TOTAL AMOUNT PAID (dollars and cents) \$ 4365.00	
(4) STREET ADDRESS LINE NO. 1 555 TWELFTH STREET, N.W.					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY WASHINGTON		(7) STATE DC		(8) ZIP CODE 20004	
(9) DAYTIME TELEPHONE NUMBER (Include area code) (202) 942-5000		(10) COUNTRY CODE (if not in U.S.A.)			
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B. IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION B - APPLICANT INFORMATION					
(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card) RADIOFONE, INC.					
(12) STREET ADDRESS LINE NO. 1 3131 NORTH I-10 SERVICE ROAD EAST					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY METAIRIE		(15) STATE LA		(16) ZIP CODE 70002	
(17) DAYTIME TELEPHONE NUMBER (Include area code) (504) 830-5400		(18) COUNTRY CODE (if not in U.S.A.)			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION C - PAYMENT INFORMATION					
(18A) FCC CALL SIGN/OTHER ID KNNG392, et al		(20A) PAYMENT TYPE CODE (PTC) P A T M		(21A) QUANTITY 97	
				(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 4365.00	
(23A) FCC CODE 1		(24A) FCC CODE 2			
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	
				(22B) FEE DUE FOR (PTC) IN BLOCK 20B	
(23B) FCC CODE 1		(24B) FCC CODE 2			
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	
				(22C) FEE DUE FOR (PTC) IN BLOCK 20C	
(23C) FCC CODE 1		(24C) FCC CODE 2			
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	
				(22D) FEE DUE FOR (PTC) IN BLOCK 20D	
(23D) FCC CODE 1		(24D) FCC CODE 2			
SECTION D - TAXPAYER INFORMATION (REQUIRED)					
(25) PAYER TIN <div style="border: 1px solid black; width: 100px; height: 1.2em; margin-top: 5px;"></div>			(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN <div style="border: 1px solid black; width: 100px; height: 1.2em; margin-top: 5px;"></div>		
SECTION E - CERTIFICATION					
(27) CERTIFICATION STATEMENT I, MARY M. DIXON Certify under penalty of perjury that the foregoing and supporting information <small>(PRINT NAME)</small> are true and correct to the best of my knowledge, information and belief. SIGNATURE					
SECTION F - CREDIT CARD PAYMENT INFORMATION					
(28) <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> MASTERCARD</div><div>MASTERCARD/VISA ACCOUNT NUMBER <div style="border: 1px solid black; width: 200px; height: 1.2em; margin-top: 5px;"></div></div><div>EXPIRATION DATE: <div style="display: flex; justify-content: space-around;"><div style="border: 1px solid black; width: 30px; height: 1.2em; margin-top: 5px;"></div><div style="border: 1px solid black; width: 30px; height: 1.2em; margin-top: 5px;"></div></div><div style="display: flex; justify-content: space-around;"><small>MONTH</small><small>YEAR</small></div></div></div>					
<div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> VISA</div><div>hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described </div><div>AUTHORIZED SIGNATURE <div style="border: 1px solid black; width: 100px; height: 1.2em; margin-top: 5px;"></div></div><div>DATE <div style="border: 1px solid black; width: 100px; height: 1.2em; margin-top: 5px;"></div></div></div>					

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3080-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee****Commercial Mobile Radio Services
Rural Radiotelephone Service****FCC Use Only****FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	97	\$45.00	\$ 4365.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor THE STOCKHOLDERS OF RADIOFONE, INC.		T2. Voice Telephone Number (504) 830-5400	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (504) 831-7859	
T5. Mailing Street Address or P.O. Box 3131 NORTH I-10 SERVICE ROAD EAST			
T6. City METAIRIE		T7. State LA	T8. Zip Code 70002
T9. Name of Contact Representative (if other than Assignor or Transferor) RICHARD D. RUBINO		T10. Voice Telephone Number (202) 659-0830	
T11. Firm or Company Name BLOOSTON, MORDKOFKY, JACKSON & DICKENS		T12. Fax Telephone Number (202) 828-5568	
T13. Mailing Street Address or P.O. Box 2120 L STREET, N.W., SUITE 300			
T14. City WASHINGTON		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (S) <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

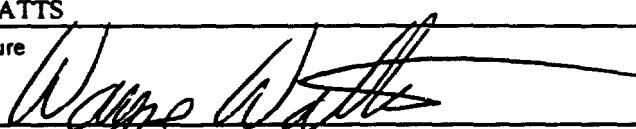
BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statement made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing WAYNE WATTS	T66. Title VICE PRESIDENT & ASSISTANT GENERAL COUNSEL- CORPORATE
T67. Signature 	T68. Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	()	Yes	No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	()	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	()	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	()	Yes	No

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.		
T60. Typed Name of Person Signing <div style="text-align: center;">Lawrence D. Garvey</div>	T61. Title <div style="text-align: center;">Secretary</div>	
T62. Signature <div style="text-align: center;"> </div>	T63. Date	

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.			
T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation			
T65. Typed Name of Person Signing	T66. Title		
T67. Signature	T68. Date		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

T22. Call Sign(s)	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee
KNNG392	GS	1/18/96	UA	Radiofone, Inc.
KNNU735	GS	5/7/96	UA	Radiofone, Inc.
WPAA409	GS	5/4/98	UA	Radiofone, Inc.
WPAA412	GS	8/4/99	UA	Radiofone, Inc.
WPAA413	GS	5/18/95	UA	Radiofone, Inc.
WPAA414	GS	6/20/95	UA	Radiofone, Inc.
WPAA415	GS	2/8/95	UA	Radiofone, Inc.
WPAJ467	GS	5/8/95	UA	Radiofone, Inc.
WPAR469	GS	6/20/95	UA	Radiofone, Inc.
WPAT291	GS	9/8/98	UA	Radiofone, Inc.
WPAT296	GS	5/4/98	UA	Radiofone, Inc.
WPAT297	GS	2/12/99	UA	Radiofone, Inc.
WPAT298	GS	6/8/99	UA	Radiofone, Inc.
WPAT315	GS	5/16/95	UA	Radiofone, Inc.
WPAY246	GS	3/22/99	UA	Radiofone, Inc.
WPAZ697	GS	2/7/95	UA	Radiofone, Inc.
WPBB411	GS	12/7/98	UA	Radiofone, Inc.
WPBG832	GS	1/31/96	UA	Radiofone, Inc.
WPBJ797	GS	4/24/95	UA	Radiofone, Inc.
WPCC258	GS	5/4/98	UA	Radiofone, Inc.
WPCC261	GS	5/4/98	UA	Radiofone, Inc.
WPCP260	GS	10/12/95	UA	Radiofone, Inc.
WPCY901	GS	2/23/95	UA	Radiofone, Inc.
WPCZ731	GS	5/16/95	UA	Radiofone, Inc.
WPDF807	GS	7/20/95	UA	Radiofone, Inc.
WPDI977	GS	5/9/95	UA	Radiofone, Inc.
WPDK623	GS	10/19/94	UA	Radiofone, Inc.
WPEN875	GS	2/9/95	UA	Radiofone, Inc.
WPFI690	GS	7/18/95	UA	Radiofone, Inc.
WPFJ982	GS	5/8/95	UA	Radiofone, Inc.
WPFJ985	GS	5/8/95	UA	Radiofone, Inc.
WPFM371	GS	9/13/99	UA	Radiofone, Inc.
WPFM375	GS	9/27/99	UA	Radiofone, Inc.
WPFM380	GS	9/13/99	UA	Radiofone, Inc.
WPFM383	GS	9/13/99	UA	Radiofone, Inc.
WPFM391	GS	9/13/99	UA	Radiofone, Inc.
WPGJ905	GS	11/6/95	UA	Radiofone, Inc.
WPHF378	GS	9/20/99	UA	Radiofone, Inc.
WPHK270	GS	6/6/95	UA	Radiofone, Inc.
WPHN750	GS	6/19/95	UA	Radiofone, Inc.